

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <i>et al.</i> , <sup>1</sup>	)	Case No. 01-01139 (JKF)
	)	Jointly Administered
Debtors.	)	

**Re: Docket No. 22278**  
**Hearing: July 21, 10:00 A.M. EDT**

**NOTICE OF PLAN PROPONENTS' FILING OF DEPOSITION COUNTER-  
DESIGNATIONS TO DEPOSITION DESIGNATIONS PROFFERED BY CERTAIN  
INSURERS AND CNA**

W.R. Grace & Co., *et al.*, the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders (collectively, the "Plan Proponents") hereby counter-designate portions of certain deposition transcripts in response to (i) Certain Insurers' Proffer of Designated Deposition Testimony, and Pertinent Exhibits Thereto, for Phase I of the Confirmation Hearing dated June 26, 2009 (Dkt. No. 22278), and (ii) The CNA Insurance Companies' Proffer of Evidence For Phase I of Plan Confirmation Hearings, dated July 2, 2009.

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

The Plan Proponents maintain that the evidence designated in the Proffers is not relevant to any Phase I issue. The Phase I hearing related solely to the legal issues regarding whether the language of the plan is insurance-neutral and whether, as a result of the plan being insurance neutral, the insurers have any standing to raise certain Plan objections. There are no factual issues before the Court requiring evidence of any kind. As such, the Plan Proponents have counter-designated testimony and objections from the designated transcripts solely to provide a complete record regarding the designated testimony. To the extent that the Court finds factual issues in Phase I requiring the introduction of evidence, the Plan Proponents specifically reserve the right to counter-designate further testimony relating to such factual issues. The Plan Proponents also specifically preserve all objections made in the depositions designated by Certain Insurers and CNA, including objections not specifically designated or counter-designated.

For the convenience of the Court, the attached transcripts include the Plan Proponents' counter-designations and objections along with the designations proffered by Certain Insurers and CNA. Exhibit A is the designated and counter-designated portion of the Deposition Transcript of Richard Charles Finke, dated March 30, 2009.<sup>2</sup> Exhibit B is the designated and counter-designated portion of the Deposition Transcript of Richard Charles Finke, dated May 13, 2009.<sup>3</sup> Exhibit C is the designated and counter-designated portion of the Deposition Transcript of Jay Hughes, dated June 11, 2009.<sup>4</sup> Exhibit D is the designated and counter-designated portion of the Deposition Transcript of Elihu Inselbuch, dated June 12, 2009.<sup>5</sup> Exhibit E is the designated and counter-designated portion of the Deposition Transcript of Peter Van N.

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<sup>2</sup> As referenced in Certain Insurers' Proffer of Designated Deposition Testimony, and Pertinent Exhibits Thereto, for Phase I of the Confirmation Hearing dated June 26, 2009 (Dkt. No. 22278).

<sup>3</sup> *Id.*

<sup>4</sup> *Id.*

Lockwood, Esq., dated May 1, 2009.<sup>6</sup> Exhibit F is the designated and counter-designated portion of the Deposition Transcript of Peter Van N. Lockwood, Esq., dated May 4, 2009.<sup>7</sup> Exhibit G is the designated and counter-designated portion of The Deposition Transcript of Mark Peterson, dated June 9, 2009.<sup>8</sup> Exhibit H is the designated and counter-designated portion of The Deposition of Jeffery Posner, dated May 6, 2009.<sup>9</sup>

Dated: July 2, 2009

Respectfully submitted,

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<sup>5</sup> *Id.*

<sup>6</sup> *Id.*

<sup>7</sup> *Id.*

<sup>8</sup> *Id.*

<sup>9</sup> *Id.*

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